

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO**

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In re: :  
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THE FINANCIAL OVERSIGHT AND : PROMESA  
MANAGEMENT BOARD FOR PUERTO RICO, : Title III  
:  
as representative of : Case No. 17-BK-3283 (LTS)  
:  
THE COMMONWEALTH OF PUERTO RICO *et al.*, : (Jointly Administered)  
:  
Debtors.<sup>1</sup> :  
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In re: :  
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THE FINANCIAL OVERSIGHT AND : PROMESA  
MANAGEMENT BOARD FOR PUERTO RICO, : Title III  
:  
as representative of : Case No. 17-BK-4780 (LTS)  
:  
PUERTO RICO ELECTRIC POWER AUTHORITY : **This filing relates only to**  
: **Case No. 17-BK-4780 (LTS)**  
:  
Debtor. :  
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**URGENT MOTION TO FILE UNDER SEAL OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS' OBJECTION TO JOINT MOTION OF PUERTO RICO  
ELECTRIC POWER AUTHORITY AND AAFAF PURSUANT TO BANKRUPTCY  
CODE SECTIONS 362, 502, 922, AND 928 AND BANKRUPTCY RULES 3012(a)(1)  
AND 9019 FOR ORDER APPROVING SETTLEMENTS EMBODIED  
IN RESTRUCTURING SUPPORT AGREEMENT**

<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283- LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17- BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5233-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

To the Honorable United States District Judge Laura Taylor Swain:

The Official Committee of Unsecured Creditors (the “Committee”) <sup>2</sup> submits this *Urgent Motion to File Under Seal Official Committee of Unsecured Creditors’ Objection to Joint Motion of Puerto Rico Electric Power Authority and AAFAF Pursuant to Bankruptcy Code Sections 362, 502, 922, and 928 and Bankruptcy Rules 3012(a)(1) and 9019 for Order Approving Settlements Embodied in Restructuring Support Agreement* (the “Motion to Seal”), and hereby states as follows:

**RELIEF REQUESTED**

3. The Committee has already filed a public, partially-redacted version of the *Official Committee of Unsecured Creditors’ Objection to Joint Motion of Puerto Rico Electric Power Authority and AAFAF Pursuant to Bankruptcy Code Sections 362, 502, 922, and 928 and Bankruptcy Rules 3012(a)(1) and 9019 for Order Approving Settlements Embodied in Restructuring Support Agreement* [Docket No. 1701]<sup>3</sup> (the “Objection”). This Motion to Seal seeks the Court’s permission to file the full, unredacted version of the Objection under seal to prevent the public disclosure of (i) documents produced in connection with the 9019 Motion that contain the designation of “Confidential” and/or “Professionals Eyes Only” pursuant to the *Stipulation and Order in Connection With Discovery Regarding the Joint Motion of Puerto Rico Electric Power Authority and AAFAF Pursuant to Bankruptcy Code Sections 362, 502, 922, and 928, and Bankruptcy Rules 3012(A)(I) and 9019 for Order Approving Settlements Embodied in the Restructuring Support Agreement and Tolling Certain Limitations Periods* [Docket No. 1322], dated June 11, 2019, (the “General Protective Order”) and (ii) the transcript of the

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<sup>2</sup> The Committee is the official committee of unsecured creditors for all Title III Debtors, other than PBA and COFINA.

<sup>3</sup> Unless otherwise noted, all docket references are to the docket for PREPA’s Title III case, Case 17-BK-4780-LTS.

deposition of Christian Sobrino, including all exhibits thereto (collectively, the “Sobrino Deposition Transcript”), pursuant to the *Stipulated Protective Order*, dated October 21, 2019, [Docket No. 1675] (the “Sobrino Protective Order” and, together with the General Protective Order, the “Protective Orders”).

#### **JURISDICTION AND VENUE**

4. The United States District Court for the District of Puerto Rico has subject matter jurisdiction over this matter pursuant to section 306(a) of PROMESA. Venue is proper pursuant to section 307(a) of PROMESA.

5. The statutory basis for the relief requested herein is found in sections 105(a) of the Bankruptcy Code and Bankruptcy Rule 9018, made applicable to the Title III cases by sections 301(a) and 310 of PROMESA, and Local Rule 9018-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the District of Puerto Rico (the “Local Rules”).

#### **BASIS FOR RELIEF REQUESTED**

6. On October 30, 2019, the Committee filed a public, partially-redacted version of the Objection, which argues that the Court must deny approval of the *Joint Motion of Puerto Rico Electric Power Authority and AAFAF Pursuant to Bankruptcy Code Sections 362, 502, 922, and 928, and Bankruptcy Rules 3012(a)(1) and 9019 for Order Approving Settlements Embodied in the Restructuring Support Agreement and Tolling Certain Limitations Periods* [Docket No. 1235] (together with all exhibits, declarations, supplemental memoranda and any other supporting documentation, the “9019 Motion”).

7. In opposing the 9019 Motion, the Committee cites documents and deposition transcript excerpts produced in connection with the 9019 Motion which have been designated “Confidential” and/or “Professionals Eyes Only” under the terms of the General Protective Order. The Committee does not necessarily agree that these documents warrant a confidential

designation or otherwise meet the requirements for being filed under seal with this Court.

Nevertheless, pursuant to the General Protective Order, the Committee does not have the ability to unilaterally remove the confidentiality designations that other parties have placed upon the documents they have produced. The Committee therefore files this motion to comply with its obligations under the General Protective Order and requests that the Court maintain the confidentiality of the cited documents until such time as (i) the producing parties agree to remove the confidential designations from the documents, or (ii) the Court orders that such designations be removed. If at any point the Court orders that the full, unredacted version of the Objection be filed on the public docket, the Committee will promptly do so.

8. Counsel for the Committee has informed counsel for the various parties who produced materials pursuant to the General Protective Order (the “Producing Parties”) of the relief being sought in this Motion to Seal and has requested that counsel for the Producing Parties inform counsel for the Committee whether they have any opposition to this Motion to Seal. Counsel for the Committee further provided counsel for the Producing Parties unredacted copies of the documents that the Committee has attached to its Objection, and asked whether the documents needed to be kept confidential or whether such designations could be removed, thus obviating the need for sealing. Counsel for the Oversight Board, PREPA and AAFAF, Assured, the Ad Hoc Group, and the P3 Authority have asked counsel for the Committee to redact and file under seal certain information and documents, and the redactions in the public, partially redacted objection filed by the Committee on October 30, 2019 are consistent with such requests.

9. In addition, in its Objection the Committee also cites to the Sobrino Deposition Transcript, which must be filed under seal pursuant to the Sobrino Protective Order.<sup>4</sup>

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<sup>4</sup> See Sobrino Protective Order ¶ 4.

**NOTICE**

10. Notice of this Motion to Seal has been provided to the following entities, or their counsel, if known: (i) the U.S. Trustee; (ii) the Office of the United State Attorney for the District of Puerto Rico; (iii) the Oversight Board; (iv) the Puerto Rico Fiscal Agency and Financial Advisory Authority; (v) the insurers of the bonds issued or guaranteed by the Debtors; (vi) counsel to certain ad hoc groups of holders of bonds issued or guaranteed by the Debtors; (vii) Citigroup Global Markets, Inc.; (viii) Filsinger Energy Partners, (ix) Ankura Consulting Group; and (x) all parties that have filed a notice of appearance in the above-captioned Title III cases.

**CERTIFICATION**

11. Pursuant to Local Rule 9013-1 and paragraph I.H of the Tenth Amended Case Management Procedures [Case No. 17-3283, Docket No. 8027-1], the Committee hereby certifies that it has (a) carefully examined the matter and concluded that there is a true need for an urgent hearing; (b) not created the urgency through a lack of due diligence; (c) made a bona fide effort to resolve the matter without a hearing; (d) made reasonable, good faith communications in an effort to resolve or narrow the issues being brought to the court; and (e) conferred with the parties, who do not oppose the relief requested herein.

**CONCLUSION**

12. For the reasons stated above, the Committee requests that the Court grant the Motion to Seal and permit the filing of the full, unredacted version of the Objection under seal, restricting access to counsel for the Committee and the parties (i) entitled to receive materials designated “Confidential” and/or “Professionals Eyes Only” under the terms of the General Protective Order, and (ii) entitled to view the Sobrino Deposition Transcript under the terms of the Sobrino Protective Order.



WHEREFORE, the Committee respectfully requests that this Court enter an order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein, and granting the Committee such other relief as this Court deems just and proper.

Dated: October 31, 2019

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- and -

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*Special Litigation Counsel to the Official Committee of  
Unsecured Creditors for all Title III Debtors with  
Respect to Claims against Citibank*

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<sup>5</sup> Paul Hastings LLP does not represent the Committee with respect to any statements in this Motion regarding Citigroup Global Markets, Inc.

- and -

/s/ Juan J. Casillas Ayala .

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